

# **EXHIBIT 1**

## PAUL, WEISS, RIFKIND, WHARTON &amp; GARRISON LLP

1285 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10019-6064  
TELEPHONE (212) 373-3000

LLOYD K. GARRISON (1946-1991)  
RANDOLPH E. PAUL (1946-1956)  
SIMON H. RIFKIND (1950-1995)  
LOUIS S. WEISS (1927-1950)  
JOHN F. WHARTON (1927-1977)

UNIT 5201, FORTUNE FINANCIAL CENTER  
5 DONGSANHUAN ZHONGLU  
CHAOYANG DISTRICT, BEIJING 100020, CHINA  
TELEPHONE (86-10) 5828-6300

SUITES 3601 - 3606 & 3610  
36/F, GLOUCESTER TOWER  
THE LANDMARK  
15 QUEEN'S ROAD, CENTRAL  
HONG KONG  
TELEPHONE (852) 2846-0300

WRITER'S DIRECT DIAL NUMBER  
(212) 373-3417  
WRITER'S DIRECT FACSIMILE  
(212) 492-0417  
WRITER'S DIRECT E-MAIL ADDRESS  
afinch@paulweiss.com

535 MISSION STREET, 24TH FLOOR  
SAN FRANCISCO, CA 94105  
TELEPHONE (628) 432-5100

FUKOKU SEIMEI BUILDING  
2-2 UCHISAIWAICHO 2-CHOME  
CHIYODA-KU, TOKYO 100-0011, JAPAN  
TELEPHONE (81-3) 3597-8101

TORONTO-DOMINION CENTRE  
77 KING STREET WEST, SUITE 3100  
P.O. BOX 226  
TORONTO, ONTARIO M5K 1J3  
TELEPHONE (416) 504-0520

2001 K STREET, NW  
WASHINGTON, DC 20006-1047  
TELEPHONE (202) 223-7300

500 DELAWARE AVENUE, SUITE 200  
POST OFFICE BOX 32  
WILMINGTON, DE 19899-0032  
TELEPHONE (302) 655-4410

MATTHEW W. ABBOTT  
EDWARD T. ACKERMAN  
JACOB A. ADLERSTEIN  
JUSTIN ANDERSON  
ALLAN J. ARFFA  
JONATHAN H. ASHTOR  
ROBERT A. ATKINS  
SCOTT A. BARSHAY  
PAUL M. BASTA  
LYNN B. BAYARD  
JOSEPH J. BIAL  
BRUCE BIRENBOIM  
H. CHRISTOPHER BOEHNING  
BRIAN BOLIN  
ANGELO BONVINO  
ANDRE G. BOUCHARD\*  
PAUL D. BRACHMAN  
GERALD BRANT  
ROBERT A. BRITTON  
WALTER F. BROWN\*  
SUSANNA M. BUERGEL  
JESSICA S. CAREY  
JOHN P. CARLIN  
DAVID CARMONA  
GEOFFREY R. CHEPIGA  
ELLEN N. CHING  
WILLIAM A. CLAREMAN  
LEWIS R. CLAYTON  
YAHONNES CLEARY  
REBECCA S. COCCARO  
JAY COHEN  
KELLEY A. CORNISH  
CHRISTOPHER J. CUMMINGS  
TIHITINA DAGNEW  
THOMAS V. DE LA BASTIDE III  
MEREDITH R. DEARBORN\*  
ARIEL J. DECKELBAUM  
KAREN L. DUNN  
ALICE BELISLE EATON  
ANDREW J. EHRlich  
GREGORY A. EZRING  
ROSS A. FIELDSTON  
ANDREW C. FINCH  
BRAD J. FINKELSTEIN  
BRIAN P. FINNEGAN  
ROBERTO FINZI  
PETER E. FISCH  
HARRIS FISCHMAN  
VICTORIA S. FORRESTER  
HARRIS B. FREIDUS  
MICHAEL S. FREY  
KENNETH A. GALLO  
MICHAEL E. GERTZMAN  
ADAM M. GIVERTZ  
SALVATORE GOGLIORMELLA  
NEIL GOLDMAN  
MATTHEW B. GOLDSTEIN  
ROBERTO J. GONZALEZ\*  
CATHERINE L. GOODALL  
CHARLES H. GOUGE, JR.  
ANDREW G. GORDON  
BRIAN S. GRIEVE  
UDI GROFMAN  
MELINDA HAAG\*  
ALAN S. HALPERIN  
CLAUDIA HAMMERMAN  
IAN M. HAZLETT  
BRIAN S. HERMANN  
JOSHUA HILL JR.  
MICHELE HIRSHMAN  
JARRETT R. HOFFMAN  
ROBERT HOLO  
CHRISTOPHER HOPKINS  
DAVID S. HUNTINGTON  
ANIRAN HUSSEIN  
LORETTA A. IPPOLITO  
WILLIAM A. ISAACSON\*  
JAREN JANGHORBANI  
BRIAN M. JANSON  
LUKE JENNINGS  
JEH C. JOHNSON  
MATTHEW B. JORDAN  
CHRISTODULOS KAOUTZANIS  
BRAD S. KARP  
PATRICK N. KARSNITZ  
JOHN C. KENNEDY  
ROBERT A. KILLIP  
BRIAN KIM  
KYLE J. KIMPLER  
JEFFREY L. KOCHIAN  
ALEXIA D. KORBERG  
DANIEL J. KRAMER  
ANDREW D. KRAUSE

BRIAN KRAUSE  
CAITH KUSHNER  
KAISA KULISK  
DAVID K. LAKHDHIR  
GREGORY F. LAUFER  
BRIAN C. LAVIN  
XIAOYU GREG LIU  
RANDY LUSKEY\*  
LORETTA E. LYNCH  
JEFFREY D. MARELL  
MARCO V. MASOTTI  
DAVID W. MAYO  
ELIZABETH R. MCCOLM  
JEAN M. MCLOUGHLIN  
ALVARO MEMBRILLERA  
MARK F. MENDELSON  
CLAUDINE MEREDITH-GOUJON  
WILLIAM B. MICHAEL  
SEAN A. MITCHELL  
ERIN J. MORGAN  
JUDIE NG SHORTELL\*  
CATHERINE NYARADY  
JANE B. O'BRIEN  
BRAD R. OKUN  
SUNG PAK  
CRYSTAL L. PARKER  
LINDSAY B. PARKS  
ANDREW M. PARLEN  
DANIELLE C. PENHALL  
CHARLES J. PESANT  
ANASTASIA V. PETERSON  
JESSICA E. PHILLIPS\*  
AUSTIN S. POLLET\*  
VALERIE E. RADWANER  
JEFFREY B. RECHER  
LORIN L. REISNER  
JEANNIE S. RHEE\*  
ANDREW N. ROSENBERG  
JUSTIN ROSENBERG  
JACQUELINE P. RUBIN  
RAPHAEL M. RUSSO  
ELIZABETH M. SACKSTEDER  
JEFFREY B. SAMUELS  
PAUL L. SANDLER  
AARON J. SCHLAPHOFF  
KENNETH M. SCHNEIDER  
ROBERT B. SCHUMER  
JOHN M. SCOTT  
BRIAN SCRIVANI  
KYLE T. SEIFRIED  
KANNON K. SHANMUGAM  
SUHAN SHIM  
CULLEN L. SINCLAIR  
MAURY SLEVIN  
KYLE SMITH  
AUDRA J. SOLOWAY  
SCOTT M. SONTAG  
JOSHUA H. SOVEN\*  
MEGAN SPELMAN  
ROBERT Y. SPERLING  
EYITAYO ST. MATTHEW-DANIEL  
SARAH STASNY  
AIDAN SYNNOTT  
ROBERT D. TANANBAUM  
BRETTE TANNENBAUM  
RICHARD C. TARLOWE  
DAVID TARR  
MONICA K. THURMOND  
DANIEL J. TOAL  
LAURA C. TURANO  
CONRAD VAN LOGGERENBERG  
KRISHNA VEERARAGHAVAN  
JEREMY M. VEIT  
LIZA M. VELAZQUEZ  
MICHAEL VOGEL  
RAMY J. WAHBEH  
JOHN WEBER  
LAWRENCE G. WEE  
THEODORE V. WELLS, JR.  
SAMUEL J. WELT  
LINDSEY L. WIERSMA  
STEVEN J. WILLIAMS  
LAWRENCE I. WITDORCHIC  
MARK B. WLAZLO  
ADAM WOLLSTEIN  
STACI YABLON  
BOSCO YIU  
KAYE N. YOSHINO  
TONG YU  
TRACEY A. ZACCONE  
TAURIE M. ZEITZER  
KENNETH S. ZIMAN  
T. ROBERT ZOCHOWSKI, JR.

\*NOT ADMITTED TO THE NEW YORK BAR

January 10, 2022

SPIRIT CONFIDENTIAL  
BY EMAIL

Sarah V. Riblet, Esq.  
Brendan Sepulveda, Esq.  
U.S. Department of Justice  
Antitrust Division  
Media, Entertainment, and Communications Section  
450 5th Street NW  
Suite 7000  
Washington, DC 20530

**Re: Apparent Deficiencies in the Privilege Log for Spirit Airlines, Inc.'s ("Spirit") Second Request Production Pursuant to the Division's Investigation of the Proposed Acquisition of Spirit by JetBlue Airways Corp. ("JetBlue") – HSR-2022-2842**

Dear Sarah and Brendan:

On behalf of Spirit, I write in further response to Sarah's letter of December 22, 2022 letter and attachments ("DOJ Letter") which raised what were characterized as apparent deficiencies in the privilege log ("Log") submitted in

PAUL, WEISS, RIFKIND, WHARTON &amp; GARRISON LLP

Sarah V. Riblet, Esq.  
Brendan Sepulveda, Esq.

2

connection with Spirit's response to the Request for Additional Information and Documentary Material issued by the Department of Justice ("DOJ") on September 12, 2022 (the "Second Request"), to follow up on the discussion we had on December 30, 2022, as well as the further information that Sarah provided by email that day, the email in response from Jared Sunshine to Sarah on January 3, 2023, and the email in further response from Sarah to Jared on January 6, 2023, and Jared's email in reply that same day.

As offered in Jared's January 3 email, Spirit has undertaken (1) to rereview log entries involving the identified third parties as to which you expressed heightened interest via the Excel spreadsheet you sent via email on December 30, and to supplement the entries or produce the documents, as appropriate; (2) to provide more granular explanations of the five subject matters identified via email on December 30 in a written response; and (3) to rereview log entries for documents fully withheld of more than fifty pages as a middle ground in the proposed length threshold, and to produce any such documents as to which redactions are determined to be more appropriate. In response to Sarah's email of January 6, Spirit agreed to expand its rereview under (3) to documents of twenty pages or more. Spirit reiterates that these undertakings were made on a voluntary basis as a matter of good faith, with the understanding that the Division will not construe the rereview or any supplemental submission as a concession by Spirit that the privilege log or Spirit's document production was or is deficient as it stands. We estimated that we would be able to report on the results and provide any supplementation by the week of January 9, and we do so here.

Following the rereview of 361 entries in the Log corresponding to the third parties identified by the Division, replacement entries for the vast majority of these items are included on the supplementary privilege log enclosed with this letter incorporating an additional column of data captioned "Third Party Details," which further specifies the circumstances that support privilege on the document in question. In a handful of cases, we determined upon rereview that the document had been withheld in error,<sup>1</sup> as to which entries Spirit withdraws its claim of privilege and produces those documents herewith as part of the production labeled NK-2R-024. In some cases, a document was determined to be more properly redacted, and a revised copy is likewise included in this production.<sup>2</sup>

Following the rereview of 2,736 entries in the Log for documents of twenty pages or more that had been withheld on the basis of privilege, replacement entries for the vast majority of these items are included on the supplementary privilege log enclosed with this letter incorporating an additional column of data captioned

---

<sup>1</sup> Viz. Log entries 29163, 29164, 29165, 45803, 48540, 49161, 49305, 49381, 49937, 49996, 50167, 50508, 50683, 51294, 51302, 51358, 51785, 52037, and 58325.

<sup>2</sup> Viz. Log entries 29162, 58636, 60028, 60214, 60370, 64531, 64659, 64666, 64759, 64827, 64986, and 65017.

PAUL, WEISS, RIFKIND, WHARTON &amp; GARRISON LLP

Sarah V. Riblet, Esq.  
 Brendan Sepulveda, Esq.

3

“Lengthy Document Details,” which further specifies the circumstances that support the withholding of the document in question. In a few cases, we determined upon rereview that the document had been withheld in error and redactions were more appropriate.<sup>3</sup> In a further small set of documents, we determined that privilege was asserted in error, as to which documents Spirit withdraws its claim of privilege.<sup>4</sup> Both the newly redacted documents and those as to which the claims of privilege have been withdrawn are produced herewith as part of the productions labeled NK-2R-024 and NK-2R-025.

Finally, we provide the following more granular explanations of the five general subject matters as to which the Division narrowed its questions: “regulatory

---

<sup>3</sup> *Viz.* Log entries 13090, 13534, 13615, 13856, 14535, 14594, 22108, 22163, 22575, 22965, 23572, 64962, and 66617.

<sup>4</sup> *Viz.* Log entries 768, 769, 770, 771, 772, 773, 774, 775, 1246, 1247, 1248, 1249, 1250, 1251, 1252, 1253, 1254, 1255, 1256, 1257, 3219, 3220, 3844, 4299, 4300, 4301, 5805, 5806, 13535, 13536, 13616, 13617, 13618, 13619, 13620, 13621, 13857, 13858, 13859, 13860, 13861, 13862, 13865, 13866, 13867, 13868, 13869, 13870, 13871, 13872, 13873, 13874, 13875, 13876, 13878, 13879, 13880, 13881, 13882, 13883, 13884, 13885, 13886, 13887, 13888, 13889, 13890, 13891, 13892, 13893, 13894, 13895, 13896, 13897, 13898, 14224, 14225, 14226, 14227, 14560, 14561, 14562, 14563, 14564, 14565, 14566, 14567, 14568, 14572, 14573, 14574, 14575, 14576, 14577, 14578, 14579, 14580, 14581, 14582, 14583, 14584, 14585, 14586, 14587, 14588, 14589, 14590, 14591, 14592, 14593, 14595, 14596, 14597, 14598, 14599, 14600, 14601, 14602, 14706, 14707, 14708, 14709, 14710, 14711, 14712, 14713, 15084, 15086, 18361, 18362, 18363, 22063, 22064, 22109, 22164, 22429, 22430, 22431, 22432, 22433, 22511, 22512, 22513, 22576, 22966, 23178, 23179, 23573, 23576, 23577, 28225, 28226, 36914, 36915, 36916, 37216, 37217, 37437, 37438, 38550, 38554, 40258, 40259, 40489, 40490, 41119, 41120, 41190, 41191, 41431, 41432, 42203, 44557, 44558, 46775, 46776, 46777, 46778, 46779, 46780, 48430, 48431, 49161, 50508, 50744, 50750, 51302, 54625, 54626, 54627, 54628, 54629, 54643, 54653, 54654, 54656, 54657, 54658, 54659, 54660, 54662, 54663, 54666, 54667, 54668, 54669, 54670, 54671, 54672, 54673, 54675, 54676, 54677, 54678, 54679, 54680, 54681, 54682, 54683, 54684, 54685, 54696, 54698, 54707, 54708, 54728, 54740, 54784, 54866, 54889, 55077, 60177, 60178, 60229, 60230, 60231, 60232, 60233, 60234, 60235, 60236, 60237, 60238, 60239, 60242, 60243, 60244, 60245, 60246, 60247, 60461, 60462, 60463, 60464, 60465, 60466, 60467, 60468, 60469, 61167, 61168, 61169, 61170, 63105, 64436, 64963, 66618, 67000, 67001, 67002, 67003, and 67004. Note that a plurality of these represent what were originally unitary documents which were artificially split into many parts for production due to constraints of the document review database technology (notable by the instances of consecutive numbers). Even with this artificial expansion, the list above represents less than one-tenth of the subpopulation rereviewed.

PAUL, WEISS, RIFKIND, WHARTON &amp; GARRISON LLP

Sarah V. Riblet, Esq.  
 Brendan Sepulveda, Esq.

4

compliance,” “regulatory advocacy,” “relevant industry agreements,” “corporate governance,” and “internal company policies.”

- *Regulatory compliance.* Documents pertaining to this subject matter generally concern discussions with counsel regarding conforming Spirit’s ordinary-course operations to domestic law such as FAA and other DOT regulations, required securities or tax filings with SEC or IRS, adherence to administrative or regulatory procedures imposed by state or local airline and airport authorities, and the legal regimes of non-United-States governments where Spirit operates, as well as the legal analysis and interpretation of rules and regulations issued by all of the above authorities.
- *Regulatory advocacy.* Documents pertaining to this subject matter generally concern discussions with counsel regarding attempts to persuade the DOT, FAA, DOJ, state or local flight control and airport authorities to undertake regulatory and administrative actions that Spirit favors, involving the crafting of legal arguments that the favored action is permissible, encouraged, or required (such as the granting of “slots,” gates, or others facilities at airports), or formulating Spirit’s views of the legal implications of air travel industry developments like the Northeast Alliance to be expressed to federal, state, or local regulators.
- *Relevant industry agreements.* Documents pertaining to this subject matter generally concern discussions with counsel as to agreements with Spirit’s ordinary-course business partners that are not intended to be or were not formalized in explicit contractual language, such as administrative and facilities protocols at airports, operating procedures with contracted ground personnel, or other contracted agents performing services for Spirit.
- *Corporate governance.* Documents pertaining to this subject matter generally concern discussions with counsel as to the procedures by which Spirit is overseen by its Board of Directors and executive management, as well as to legal consideration of questions posed to and substantive guidance and directions issued by the Board of Directors.
- *Internal company policies.* Documents pertaining to this subject matter generally concern discussion with counsel as to the legal implications, interpretation, and implementation of internal company policies for the corporate administration of the company as a business aside from flight operations, such as the employment and discipline of staff; payroll disbursement, withholding, and reporting; document processing, retention, and filing requirements; occupational safety and health guidelines; and office facilities security, management, and upkeep.

\* \* \*

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP

Sarah V. Riblet, Esq.  
Brendan Sepulveda, Esq.

5

We remain available to meet and confer as to any further questions you may have on this additional information and supplemental submissions. Due to its size, the enclosures NK-2R-024 and NK-2R-025 have been supplied via upload to JEFS rather than as a direct attachment to this letter. For reasons of data security, the password for those productions are supplied under separate cover.

This letter and the enclosed materials have been labeled SPIRIT CONFIDENTIAL and contain confidential and commercially sensitive information. Accordingly, please afford this letter, enclosed material, and all information contained therein confidential treatment to the fullest extent possible under all applicable agreements, laws, and regulations. Additionally, no production of privileged material is intended, and any potential inclusion of such matter is inadvertent.

Very truly yours,

/s/ Andrew C. Finch  
Andrew C. Finch, Esq.

cc: Kate Wald, Esq.  
Jared S. Sunshine, Esq.

Enclosures